

F95000003840

1201 HAYS STREET
TALLAHASSEE, FL 32301

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ACCOUNT NO. : 072100000032
REFERENCE : 656383 86901E
AUTHORIZATION : *Patricia Perry*
COST LIMIT : \$ 70.00

ORDER DATE : August 9, 1995

ORDER TIME : 10:20 AM

ORDER NO. : 656383

700001558187

CUSTOMER NO: 86901E

CUSTOMER: Ms. Caroline Greiber
Prentice Hall Legal &
Suite 302
11 South 12th Street
Richmond, VA 23219

FOREIGN FILINGS

NAME: LIEBER I CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

8/9
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Lieber I Corp. *
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 56-1872373
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/7/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2500 Westchester Avenue
Purchase, New York 10577
(Current mailing address)
8. General Partner of Investment Advisor to investment company registered under 1940 Act Securities Broker/dealer
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Marcia A. Hauner
(Registered agent's signature)

Marcia A. Hauner, Asst. Sec.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

*Lieber I Corp. is one of two general partners of Lieber & Company, a broker/dealer registered with the Securities and Exchange Commission.

12 Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Barbara J. Colvin
Address: 301 S. College Street
Charlotte, North Carolina 28288
Vice Chairman: Richard K. Wagoner
Address: 301 S. College Street
Charlotte, North Carolina 28288
Director: Marion A. Cowell, Jr.
Address: 301 S. College Street
Charlotte, North Carolina 28288
Director: _____
Address: _____

B. OFFICERS

President: Richard K. Wagoner
Address: 301 S. College Street
Charlotte, North Carolina 28288
Vice President: Robert L. Andersen
Address: 301 S. College Street
Charlotte, North Carolina 28288
Secretary: Kent S. Hathaway
Address: 301 S. College Street
Charlotte, North Carolina 28288
Treasurer: Jim H. Hatch
Address: 301 S. College Street
Charlotte, North Carolina 28288

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Robert L. Andersen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

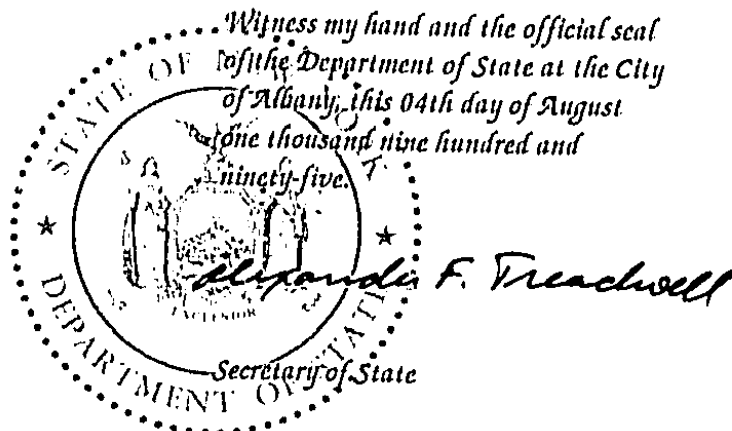
14.

Robert L. Andersen, Senior Vice President
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of LIEBER I CORP. was filed on 03/07/1994, under the name of FIRST UNION LIEBER I CORP., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment FIRST UNION LIEBER I CORP., changing name to LIEBER I CORP., was filed 06/22/1994.



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